



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 26, 2001

6184-296-9

LAW OFFICES OF J.M. STEINHART
ATTN: ANGELA JANSSEN
6455 E JOHNS CROSSING STE 285
DULUTH, GA 30097

RE NTERA, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

OFFICIAL FILE

I.C.C. DOCKET NO. 01-0524

Date Filed App Exhibit No. C

Witness _____

Date 9/05/01 Reporter _____

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

SEP 26 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date

License Fee \$

Franchise Tax \$

Filing Fee \$

Penalties \$

Approved:

1. (a) CORPORATE NAME: NTERA, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Florida

(b) Date of Incorporation: 04/02/2001

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:
(if none, so state)

1020 NW 163 DR

None

Miami, FL 33189

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent LEXIS Document Services Inc.

First Name

Middle Name

Last Name

Registered Office 801 Adlai Stevenson Dr.

Number

Street

Suite #

Springfield

IL

62703

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Florida

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	Engin Yesil, 1509 North View, Miami Beach, Florida	33140		
Secretary	Kenneth Jacobi, 8811 NW 13th Street, Pembroke Pines, FL	33024		
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Telecommunications

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.01	50,000,000	50,000,000

9. Paid-in Capital: \$ 5,000,000 , 0222
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 250,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0 (none)
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 500,000

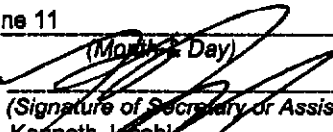
11. Interrogatories: (Important - this section must be completed.)


- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Principal Address
- (b) Number of shares of all classes owned by residents of Illinois: none
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: n/a

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 11, 2001 NTERA, INC.
(Month & Day) (Year) (Exact Name of Corporation)

attested by  (Signature of Secretary or Assistant Secretary)
Kenneth Jacobi (Type or Print Name and Title)

by  (Signature of President or Vice President)
Engin Yesil (Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Form **BCA-4.15/**
4.20

(Rev. Jan. 1999)

**APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME**

File #

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
<http://www.sos.state.il.us>

Remit payment in check or money
order, payable to "Secretary of State".

FILED

SEP 26 2001

JESSE WHITE
SECRETARY OF STATE

SGEMD IN DUPLICATE

This space for use by
Secretary of State

Date 9-26-01

Filing Fee \$120.00

Approved: [Signature]

1. CORPORATE NAME: NTERA, INC

2. State or Country of Incorporation: Florida

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 9-26, 2001
(Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:

NTERA ILLINOIS, INC

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 9-01, 2005, the first day of the corporation's anniversary
(Month & Day) (Year)
month in the next year which is evenly divisible by five.

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated July 25, 2001
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Kenneth Vaccaro
(Type or Print Name and Title)

NTERA ILLINOIS, INC
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Engin Yesil
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

C-148.11 The fee to change an assumed name is \$25.